



**NORFOLK
SOUTHERN**

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number

(804) 629-2818

May 6, 1993

3-131A005

Mr. Sidney Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

RECORDATION NO. ~~FILED 1425~~
RECORDATION NO. ~~9427~~ FILED 1425

MAY 11 1993 11-05 AM

Dear Mr. Strickland:

INTERSTATE COMMERCE COMMISSION

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of May 6, 1993. The primary document to which this is connected is recorded under Recordation No. 9427.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

VENDOR/ASSIGNEE: Morgan Guaranty Trust Company
of New York
60 Wall Street
New York, New York 10260

VENDEE: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
64	70-ton Flat Cars with attached auto racks	FA	From the series SOU 159201-159370 (changed to series NS 171201-171264)

A fee of \$16.00 is enclosed. Please return three of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of May 6, 1993, executed by Norfolk Southern Railway Company, changing the identifying numbers on sixty-four (64) 70-ton flat cars with attached auto racks purchased subject to a Conditional Sale Agreement and Assignment and Assignment bearing recordation No. 9427.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'J. Gary Lane', written in a cursive style.

J. Gary Lane

jgl
encl.

NORFOLK SOUTHERN RAILWAY COMPANY

STATEMENT OF NEW IDENTIFYING NUMBERS

To Be Substituted for Original Numbers

INTERSTATE COMMERCE COMMISSION

Sixty-four (64) 89' 70-ton Flat Cars with enclosed auto racks purchased pursuant to a Conditional Sale Agreement dated as of May 1, 1978, among Thrall Car Manufacturing Company, Pullman Incorporated (Pullman Standard Division), and Norfolk Southern Railway Company (formerly named Southern Railway Company), and subject to an Agreement and Assignment dated as of May 1, 1978, between each of Thrall Car Manufacturing Company and Pullman Incorporated (Pullman Standard Division) and MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent.

<u>Original Number</u>	<u>New Number to be Substituted for Original Number</u>
SOU 159203	NS 171214
SOU 159204	NS 171259
SOU 159205	NS 171219
SOU 159207	NS 171240
SOU 159213	NS 171224
SOU 159217	NS 171236
SOU 159221	NS 171287
SOU 159224	NS 171216
SOU 159226	NS 171250
SOU 159229	NS 171262
SOU 159232	NS 171232
SOU 159233	NS 171239
SOU 159238	NS 171257
SOU 159244	NS 171281
SOU 159248	NS 171254
SOU 159249	NS 171221
SOU 159250	NS 171235
SOU 159259	NS 171263
SOU 159260	NS 171260
SOU 159269	NS 171215
SOU 159270	NS 171237
SOU 159272	NS 171264
SOU 159274	NS 171246
SOU 159276	NS 171220
SOU 159283	NS 171213
SOU 159291	NS 171225
SOU 159295	NS 171249
SOU 159297	NS 171218
SOU 159303	NS 171223
SOU 159304	NS 171230
SOU 159305	NS 171251
SOU 159306	NS 171247

<u>Original Number</u>	<u>New Number to be Substituted for Original Number</u>
SOU 159307	NS 171242
SOU 159308	NS 171217
SOU 159309	NS 171256
SOU 159310	NS 171234
SOU 159311	NS 171288
SOU 159312	NS 171238
SOU 159314	NS 171258
SOU 159315	NS 171283
SOU 159316	NS 171286
SOU 159317	NS 171248
SOU 159321	NS 171282
SOU 159322	NS 171261
SOU 159324	NS 171227
SOU 159325	NS 171255
SOU 159327	NS 171211
SOU 159329	NS 171233
SOU 159330	NS 171285
SOU 159331	NS 171245
SOU 159332	NS 171243
SOU 159335	NS 171212
SOU 159339	NS 171228
SOU 159342	NS 171229
SOU 159344	NS 171231
SOU 159345	NS 171284
SOU 159350	NS 171252
SOU 159354	NS 171289
SOU 159356	NS 171210
SOU 159357	NS 171253
SOU 159358	NS 171241
SOU 159365	NS 171226
SOU 159367	NS 171244
SOU 159368	NS 171222

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 6th day of May, 1993.

NORFOLK SOUTHERN RAILWAY COMPANY

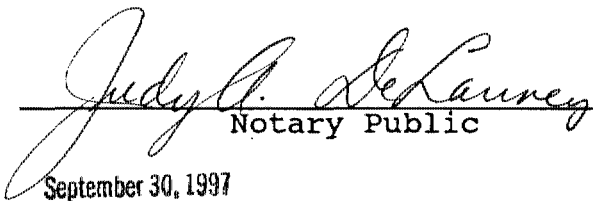
By: C.W. Moore
Vice President

ATTEST:

Dezora M. Martin
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)
) ss:
 CITY OF NORFOLK)

On this 6th day of May, 1993, before me personally appeared C.W. Moorman, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.


 Notary Public
 September 30, 1997

My Commission expires: _____

Interstate Commerce Commission
Washington, D.C. 20423

5/11/93

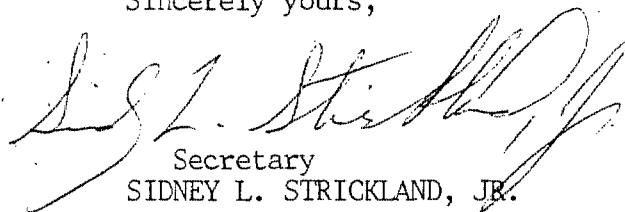
OFFICE OF THE SECRETARY

J. Gary Lane
Senior General Attorney
Norfolk Southern Corporation
Law Dept.
Three Commercial Place
Norfolk, VA. 23510

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **5/11/93** at **11:05am**, and assigned
recordation number(s). **9427-C**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2 PM